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COMMONWEALTH OF VIRGINIA

STATE CORPORATION COMMISSION

AT RICHMOND, February 18, 1999

APPLICATION OF

CASE NO. PUA980045

COMCAST CABLE COMMUNICATIONS, INC.,  
JONES INTERCABLE, INC., AND JONES  
TELECOMMUNICATIONS OF VIRGINIA, INC.

For approval of transfer of control of Jones  
Telecommunications of Virginia, Inc.

**ORDER GRANTING APPROVAL**

On November 25, 1998, Comcast Cable Communications, Inc. (“CCC”), Jones Intercable, Inc. (“Jones Intercable”), and Jones Telecommunications of Virginia, Inc. (“Jones Telecommunications”), (collectively, “Applicants”) filed an application with the Commission under the Utility Transfers Act. In the application, Applicants request approval of a transaction whereby CCC will acquire ownership and control of Jones Telecommunications, a Virginia public service company now owned by Jones Intercable.

As described in the application, Jones Telecommunications was granted a certificate of public convenience and necessity by Commission Order dated June 28, 1996, in Case No. PUC960003, to provide local exchange telecommunications services within the City of Alexandria and within the counties of Arlington, Prince William, and Fairfax, including all cities and incorporated areas within those counties. Jones Telecommunications has two tariffs on file

with the Commission; one for end user services and one for access services. Jones has been operating as a local exchange carrier in Virginia since September 16, 1996.

Currently, Jones Telecommunications is a wholly owned subsidiary of Jones Cable Holdings, Inc., a Colorado corporation. Jones Cable Holdings, Inc., in turn, is a wholly owned subsidiary of Jones Intercable, also a Colorado corporation.

As stated in the application, Comcast Cable Communications (“CCC”) is a Delaware corporation and is domestic cable company providing franchised cable television service, cable modem service, and Internet access to approximately 4.4 million customers in twenty-one states, including Virginia, West Virginia, Maryland, Delaware, Tennessee, New Jersey, and Pennsylvania. In Virginia, CCC operates cable systems in Chesterfield County, serving approximately 70,000 cable television households. Comcast Corporation (“Comcast”), a Delaware corporation, owns CCC. Comcast is principally engaged in the development, management, and operation of cable television systems, wired and wireless telecommunications services (cellular and PCS) and Internet access services. Comcast also owns, operates, or manages a number of content providers in the area of entertainment, sports, and electronic retailing. As indicated in the application, Comcast is experienced in the provision of local exchange and long distance telephone services.

As described in the application, CCC’s parent, Comcast, will purchase a controlling interest in Jones Intercable, the parent of Jones Telecommunications. Immediately after closing, the ownership of Jones Telecommunications will be transferred to Comcast’s subsidiary, CCC, under which it will be operated.

THE COMMISSION, upon consideration of the application and representations of Applicants and having been advised by its Staff, is of the opinion and finds that the proposed

transfer of control of Jones Telecommunications would neither impair nor jeopardize the provision of adequate service to the public at just and reasonable rates. Accordingly,

IT IS ORDERED THAT:

- 1) Pursuant to §§56-88.1 and 56-90 of the Code of Virginia, approval is hereby granted for the transfer of control of Jones Telecommunications of Virginia, Inc., from Jones Intercable to Comcast Communications Corporation as described herein.
- 2) There appearing nothing further to be done in this matter, it hereby is dismissed.